

EXHIBIT 5

Sagi Genger
1121 Park Avenue
New York, NY 10028

November 10, 2004

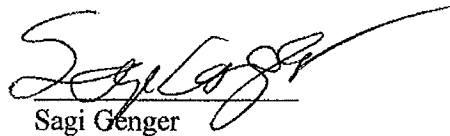
Orly Genger
1965 Broadway
New York, NY

Dear Orly:

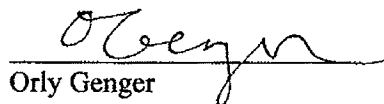
In connection with the attached letter (the "Promise") from me to our mother, Dalia Genger, dated October 30, 2004, you agree to indemnify, defend, and hold me harmless, for and against one-half (1/2) of any and all payments, liabilities, damages, claims, actions, losses, settlements, penalties, judgments or obligations (each a "Claim"), including my reasonable counsel and other professional fees, expenses and costs, which arise from my undertakings in the Promise.

I will notify you promptly of any Claims.

Very truly yours,


Sagi Genger

AGREED TO AND ACCEPTED
THIS DAY OF NOVEMBER, 2004


Orly Genger